

Judge: The Honorable Paul B. Snyder
Chapter: 11
Hearing Location: Union Station, Courtroom H
Hearing Date: January 31, 2008
Hearing Time: 9:00 a.m.
Response Date: January 24, 2008

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA

In re:

FIELDS COMPANY LLC,

Debtor.

Taxpayer Identification No. 91-1711230

Debtor's Address

2240 Taylor Way
Tacoma, WA 98421

Bk. Case No.: 05-45967

Chapter 11

**MOTION FOR FINAL DECREE CLOSING
BANKRUPTCY CASE; MEMORANDUM
OF POINTS AND AUTHORITIES;
DECLARATION OF SCOTT E. BLAKELEY**

TO THE HONORABLE PAUL B. SNYDER, UNITED STATES BANKRUPTCY JUDGE:

The Postconfirmation Committee (the "Committee") of Unsecured Creditors of Fields Company LLC (the "Debtor") hereby moves this Court pursuant to 11 U.S.C. § 350(a) and Bankruptcy Rule 3022 for an order entering a final decree closing this bankruptcy case.

MEMORANDUM OF POINTS AND AUTHORITIES

I.

INTRODUCTION

The Committee makes this Motion on the following grounds:

1. The Order confirming the Creditors' Amended Plan of Liquidation Dated June 2, 2006 (the "Amended Plan") is final;

2. All property transfers and payments under the Amended Plan have been substantially consummated, including pro rata distributions to unsecured creditors;

3. All motions, contested matters and adversary proceedings have been resolved; and

4. All Postconfirmation Reports have been filed, and United States Trustee's ("UST") fees have been paid.

As more fully set forth below, good cause exists for this Court to enter a final decree closing this bankruptcy case.

II.

FACTUAL BACKGROUND

On June 28, 2005, Debtor filed a voluntary petition under Chapter 11 of the Bankruptcy Code. This bankruptcy case has now been fully administered as follows:

A. The Order Confirming The Amended Plan Is Final

On July 6, 2006, this Court entered an Order Confirming Creditors' Amended Plan of Liquidation Dated June 2, 2006 (the "Confirmation Order"). The Confirmation Order is attached hereto as Exhibit "1" and incorporated herein by reference. The Amended Plan is attached as Exhibit "2" and incorporated herein by reference. There was no appeal of the Confirmation Order.

B. All Property Transfers And Payments Under The Amended Plan Have Been Substantially Consummated

All property transfers and payments under the Amended Plan have been substantially consummated as follows:

1. The Amended Plan is a liquidating plan which provides for the Debtor's funds to be distributed to the Debtor's creditors in accordance with the priorities of the Bankruptcy Code. Pursuant to the Amended Plan, all allowed tax claims and allowed administrative claims have been paid.

2. Pursuant to the Amended Plan, all secured and priority claims have been paid in full.

3. Pursuant to the Amended Plan, the distributions to general unsecured creditors and administrative convenience creditors have been made.

1 **C. All Motions, Contested Matters And Adversary Proceedings Have Been Finally**
2 **Resolved**

3 Pursuant to the terms of Amended Plan, the Committee handled the avoidance actions and
4 claim objections in this case, which are resolved.

5 **D. All Postconfirmation Reports Have Been Filed and UST's Fees Paid**

6 The Committee filed and served its Third Postconfirmation Report, and the UST fees have been
7 paid.

8 **III.**

9 **THE COURT SHOULD CLOSE THE BANKRUPTCY CASE BECAUSE**
10 **THE ESTATE HAS BEEN FULLY ADMINISTERED**

11 After an estate is fully administered, the court shall close the case.¹ Bankruptcy Rule 3022
12 provides that after an estate is fully administered in a chapter 11, the court shall enter a final decree
13 closing the case.

14 The Amended Plan has been fully administered as follows:

- 15 1. The Order confirming the Amended Plan is final;
16 2. All property transfers and payments pursuant to the Amended Plan have been
17 consummated;
18 3. All motions, contested matters and adversary proceedings have been resolved; and
19 4. All Postconfirmation Reports have been filed and UST fees have been paid.

20 There is nothing left to be done pursuant to the Amended Plan. Accordingly, this Court should
21 grant a Final Decree closing the case as required by 11 U.S. C. § 350(a) and Bankruptcy Rule 3022.

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28 ¹ 11 U.S.C. § 350(a).

1 **IV.**

2 **CONCLUSION**

3 Based on the foregoing, this Court should enter a Final Decree closing this bankruptcy case.

4 Dated: January 10, 2008

BLAKELEY & BLAKELEY LLP

6 By: /s/ Scott E. Blakeley

7 Scott E. Blakeley
8 Counsel for the Postconfirmation
Committee of Unsecured Creditors

I, Scott E. Blakeley, declare:

1. I am a partner of Blakeley & Blakeley LLP (“B&B”), counsel to the Postconfirmation Committee of Unsecured Creditors (the “Committee”) of Fields Company LLC (the “Debtor”).
2. I make this declaration in support of the Committee’s motion for final decree (“Motion”) closing this bankruptcy case.
3. On June 28, 2005, Debtor filed a voluntary petition under Chapter 11 of the Bankruptcy Code.
4. On July 6, 2006, this Court entered an Order Confirming Creditors’ Amended Plan of Liquidation Dated June 2, 2006 (the “Confirmation Order”). The Confirmation Order is attached hereto as Exhibit “1” and incorporated herein by this reference. The Amended Plan is attached as Exhibit “2” to the Confirmation Order. There was no appeal of the Confirmation Order.
5. All property transfers and payments under the Amended Plan have been substantially consummated as follows:
 - a. The Amended Plan is a liquidating plan which provides for the Debtor’s funds to be distributed to the Debtor’s creditors in accordance with the priorities of the Bankruptcy Code. Pursuant to the Amended Plan, all allowed tax claims and allowed administrative claims have been paid.
 - b. As set forth in the Amended Plan, all secured and priority claims have been paid in full.
 - c. Pursuant to the Amended Plan, the distributions to general unsecured creditors and administrative convenience creditors have been made.
 - d. Pursuant to the terms of the Amended Plan, the Committee handled the avoidance actions and claim objections in this case, which are resolved.

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6. The Committee filed and served its Third Postconfirmation Report, and the United States Trustee's ("UST") fees have been paid.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of January 2008, at Newport Beach, California.

/s/ Scott E. Blakeley
Scott E. Blakeley